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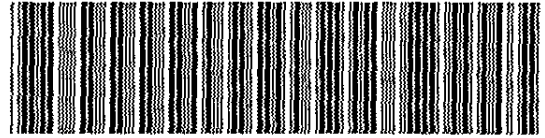
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Chamberlin Law Office
*G. Richard Chamberlin, attorney**

Florida & Georgia Bars only

December 30, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399
Tel: 850-245-6052

4518 SW 44th Lane
Ocala, Florida 34474
352-427-2500 (voice)
352-694-7153 (fax)

Re: The Rich Rock, Inc.

Dear Sir or Ma'am:

Please find enclosed copies of the following:

1. Original and one copy of the Articles of Incorporation for the above named corporation.
2. Acceptance of Appointment of Registered Agent.
3. Check no. 1446 in the amount of \$70.00.

Please return a copy of the filed Articles of Incorporation to the following address: 4518 SW 44th Lane, Ocala, Florida 34474.

Sincerely,

A handwritten signature in black ink, appearing to read "G. Richard Chamberlin", written over a horizontal line.

G. Richard Chamberlin, Esq.

**ARTICLES OF INCORPORATION
OF
THE RICH ROCK, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

THE RICH ROCK, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

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TALLAHASSEE FLORIDA

ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporations principal office is 6944 SE 135th Street, Summerfield, Florida 34491. The street address of the initial registered office of this Corporation is 4518 S.W. 44th Lane, Ocala, Florida, 34474, and the name of the initial registered agent of this corporation at such address is: G. Richard Chamberlin.

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

G. Richard Chamberlin
4518 SW 44th Lane, Ocala, Florida 34474.

ARTICLE VIII
INCORPORATORS

The name and addressee of the Corporation's incorporator is:

G. Richard Chamberlin
4518 SW 44th Lane, Ocala, Florida 34474.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON STOCKHOLDER SUITS

Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

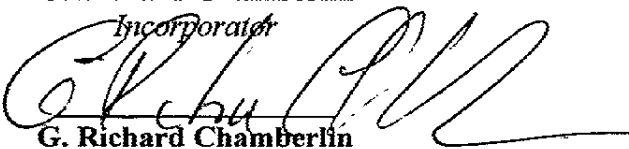
* * *

IN WITNESS WHEREOF, we have subscribed our names this 24th day of December, 2002.

*Signed, Sealed & Delivered
In Our Presence*


G. Richard Chamberlin

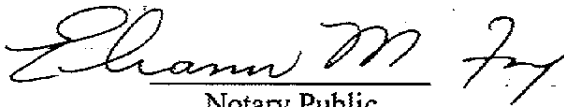
Incorporator


G. Richard Chamberlin

Registered Agent

STATE OF FLORIDA }
COUNTY OF MARION } ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 24th day of December, 2002, by **G. Richard Chamberlin**, who is personally known to me or who produced FL 02 LIC as identification and who did/ did not take an oath.


Notary Public



ELEANOR M. FOX
COMMISSION #DD130262
EXPIRES 09/13/06

Print Name

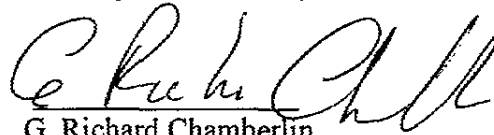
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commission No.:

ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR **THE RICH ROCK, INC.**, A CORPORATION FOR PROFIT AT 4518 SW 44TH LANE OCALA, FLORIDA 34474, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

THIS 24th day of December, 2002



G. Richard Chamberlin
4518 SW 44th Lane
Ocala, Florida 34474
352-427-2500

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TALLAHASSEE FLORIDA